

EXHIBIT A

BRG DECLARATION

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MARYLAND
(Baltimore Division)**

In re:

Case No. 23-16969-MMH

THE ROMAN CATHOLIC ARCHBISHOP
OF BALTIMORE,

Chapter 11

Debtor.

Judge Michelle M. Harner

**DECLARATION OF MATTHEW K. BABCOCK IN SUPPORT OF APPLICATION
TO EMPLOY BERKELEY RESEARCH GROUP, LLC AS FINANCIAL ADVISOR
FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Pursuant to 28 U.S.C. § 1746, I, Matthew K. Babcock, hereby submit this declaration (the “Declaration”) under penalty of perjury:

1. I am a Director with Berkeley Research Group, LLC (“BRG”). My business address is Berkeley Research Group, 201 South Main Street Suite 450, Salt Lake City, Utah 84111. I am authorized to make this Declaration on behalf of BRG and the Declaration is submitted pursuant to Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure in support of the Application to Employ Berkeley Research Group LLC as Financial Advisor of the Official Committee of Unsecured Claimants (the “Application”) to retain BRG as financial advisor for the Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned Debtor (the “Debtor”).

2. Unless otherwise stated in this Declaration, I have personal knowledge of the facts set forth herein and, if called as a witness, I would testify thereto.

BRG’S QUALIFICATIONS

3. BRG’s professionals have a wealth of experience in providing financial advisory services in restructurings and reorganizations and have an excellent reputation for services they

have rendered in Chapter 11 cases on behalf of debtors, creditors, trustees, examiners, and other parties in interest throughout the United States. Moreover, the Committee is aware that the principal BRG advisors who will be working on this Case have prior experience in other not-for-profit cases with similar complex issues (including a number of diocesan or religious order bankruptcy cases), including appointment as (i) consultants for the bankruptcy court's expert appointed pursuant to Federal Rule of Evidence 706 in *In re The Roman Catholic Bishop of San Diego* (Bankr. S.D. Cal., Case No. 07-00939) and (ii) financial advisor to the official committees of unsecured creditors in *In re Society of Jesus, Oregon Province* (Bankr. D. Or., Case No. 09-30938); *In re Catholic Diocese of Wilmington, Inc.* (Bankr. D. Del., Case No. 09-13560); *In re Archdiocese of Milwaukee* (Bankr. E.D. Wis., Case No. 11-20059); *In re The Christian Brothers' Institute* (Bankr. S.D.N.Y., Case No. 11-22820); *In re The Roman Catholic Bishop of Stockton* (Bankr. E.D. Cal., Case No. 14-20371-C-11); *In re Roman Catholic Bishop of Great Falls – Billings* (Bankr. D. Mont., Case No. 17-60271-11); *In re Diocese of Rochester* (Bankr. W.D.N.Y., Case No. 19-20905); *In re The Roman Catholic Church of the Archdiocese of New Orleans* (Bankr. E.D. Lou. Case No. 20-10846); *In re The Roman Catholic Diocese of Rockville Centre* (Bankr. S.D.N.Y., Case No. 20-12345); *In re The Roman Catholic Diocese of Camden* (Bankr. D. N.J., Case No. 20-21257); *In re The Roman Catholic Diocese of Syracuse, New York* (Bankr. N.D.N.Y., Case No. 20-30663); *In re The Roman Catholic Diocese of Santa Rosa* (Bankr. N.D. Cal., Case No. 23-10113); *In re The Roman Catholic Diocese of Albany* (Bankr. N.D.N.Y., Case No. 23-10244); *In re The Roman Catholic Bishop of Oakland* (Bankr. N.D. Cal., Case No. 23-40523); *In re The Roman Catholic Diocese of Ogdensburg* (Bankr. N.D.N.Y., Case No. 23-60507); *In re The Roman Catholic Archbishop of San Francisco* (Bankr. N.D. Cal., Case No. 23-30564); and *In re Boy Scouts of America and Delaware BSA, LLC* (Bankr. D. Del., Case No. 20-10343).

SERVICES TO BE RENDERED

4. The Committee desires to retain BRG, at the expense of the Debtor's estate, to render, among others, the following professional services:

- (a) assist the Committee in investigating the assets, liabilities, and financial condition of the Debtor or the Debtor's operations, including an independent analysis of any alleged donor restrictions on the Debtor's assets;
- (b) assist the Committee in the review of financial related disclosures required by the Court and/or Bankruptcy Code;
- (c) analyze the Debtor's accounting reports and financial statements;
- (d) review transfers of the Debtor's assets;
- (e) assist the Committee in evaluating the Debtor's ownership interests of property alleged to be held in trust by the Debtor for the benefit of third parties and/or property alleged to be owned by non-debtor entities;
- (f) assist the Committee in reviewing and evaluating any proposed asset sales and/or and other asset dispositions;
- (g) assist the Committee in evaluating the Debtor's cash management system, including unrestricted and restricted funds, deposit and loan programs, and pooled income or investment funds;
- (h) assist the Committee in the review of financial information that the Debtor may distribute to the Committee and others, and analyze proposed transactions for which Court approval is sought;

- (i) assist in the review and/or preparation of information and analyses necessary for the confirmation of a plan, or for the objection to any plan filed in this Case which the Committee opposes;
- (j) assist the Committee with the evaluation and analysis of claims, and on any litigation matters, including, but not limited to, avoidance actions for fraudulent conveyances and preferential transfers, and declaratory relief actions concerning the property of the Debtor's estate; and
- (k) analyze the flow of funds in and out of accounts the Debtor contends contain assets held in trust for others, to determine whether the funds were commingled with non-trust funds and lost their character as trust funds, under applicable legal and accounting principles.

In addition to services related to these areas, BRG understands that it may be requested to render other services and to participate in meetings and discussions with the Committee, the Debtor, and other parties-in-interest and their respective professionals.

DISINTERESTEDNESS

5. To the best of my knowledge, neither I, BRG, nor any member or associate thereof, insofar as I have been able to ascertain, has any connection with the Committee, the Debtor, its creditors or any other parties in interest herein, their respective attorneys and accountants, the United States Trustee for the District of Maryland, Baltimore Division ("US Trustee"), or any person employed in the office of the U.S. Trustee within the meaning of Bankruptcy Rule 2014, except as set forth herein.

6. BRG has made the following investigation of disinterestedness prior to submitting this Declaration. BRG has undertaken a full and thorough review of its computer database, which

contains the names of clients and other parties interested in particular matters. BRG requires all of its professionals, before accepting the representation of a new client, or the representation of an existing client in a new matter, to perform a conflicts check through BRG's database and to enter conflict information regarding new clients or new matters into that database. Thus, a review of said computerized database should reveal any and all actual or potential conflicts of interest with respect to any given representation. See **Schedule 1** attached hereto, listing potential parties in interest searched.

7. Based on the results of BRG's search of its database, and with the exception of representations noted in **Schedule 2**, it appears that BRG does not hold or represent any interest adverse to and has no connection, subject to the disclosures set forth below, with the Debtor herein, its creditors, the Committee, the U.S. Trustee or any party in interest herein in the matters upon which BRG is to be retained, and is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code.

8. BRG and certain of its members and associates represented, represent and, in the future, may represent creditors of the Debtor or other parties in interest in connection with matters unrelated to the Debtors and this Case. At this time, BRG is not aware of any such representations. If BRG identifies any further such representations, BRG shall make further disclosures as may be appropriate at that time.

9. BRG has represented, represents, and in the future will likely represent debtors and creditors' committees in cases unrelated to the Debtor and this Case wherein one or more of the firms representing the members of the Committee, sexual abuse claimants, or other parties in interest serve as or may serve as professionals to committee members.

10. BRG does not hold or assert a pre-petition claim against the Debtor, and BRG is not otherwise a creditor of the Debtor.

TERMS OF RETENTION

11. The Committee understands that BRG will seek compensation from the Debtor's estate and reimbursement of expenses incurred on the Committee's behalf, subject to Court approval after notice and a hearing. BRG has advised the Committee that it agreed to charge its standard hourly rates for professional services rendered, plus reimbursement of actual and necessary expenses incurred by BRG. The professional fees will be calculated by multiplying the hours worked by the standard hourly billing rates in effect for specific personnel involved. The hourly rates charged by BRG for services provided by its personnel differ based on, among other things, each professional's level of experience and types of services being provided. In the ordinary course of business, BRG periodically revises its hourly rates to reflect promotions and other changes in personnel responsibilities, increases in experience and increases in the cost of doing business.

12. For professional services, fees are based on BRG's hourly rates. The proposed rates of compensation, subject to final Court approval, are the hourly rates in effect when services are performed by the professionals and paraprofessionals who provide services to the Committee. The current standard hourly rates for BRG personnel that may work on this engagement are as follows:

POSITION	2024 HOURLY RATE
Managing Director	\$755 - \$1,150
Director & Associate Director	\$480 - \$755
Professional Staff	\$225 - \$480
Support Staff	\$160 - \$225

13. These hourly rates are subject to periodic adjustment, which will be noted on the invoices for the first time period in which the revised rates become effective. The standard hourly rates for BRG professionals anticipated to lead this engagement are as follows: Matthew Babcock (\$755), Ray Strong (\$815) and Paul Shields (\$850). BRG will use its best efforts to staff and supervise the engagement with appropriate personnel using rates at the lower-end of the hourly rate ranges stated above. There may be requirements and circumstances of the case that require specialized expertise or time sensitive assignments where certain personnel may be required at the higher-end of the stated range.

14. Consistent with BRG's policy with respect to its other clients, BRG will charge for all services provided and for other charges and disbursements incurred in rendering services to the Committee. These customary items include, among other things, travel and lodging expenses, business meals, costs of reproduction, research, communications, legal counsel costs, applicable sales or excise taxes, and other direct expenses. Internal costs or overhead costs and document production services (including regular secretarial and word processing time) will not be charged for separately. BRG has acknowledged that the Committee, its constituents, its advisors or professionals shall not be liable for the fees, expenses, or other amounts payable to BRG.

15. Notwithstanding anything in this Application to the contrary, BRG shall (i) to the extent that it uses the services of independent contractors or subcontractors (the “Contractors”) in this Case, pass-through the costs of Contractors to the Debtor at the same rate that BRG pays the Contractors; (ii) seek reimbursement for actual costs only; (iii) ensure that the Contractors are subject to the same conflict checks and compensation procedures as required for BRG; and (iv) file with the Court such disclosures as required by Bankruptcy Rule 2014.

16. In an abundance of caution, BRG hereby discloses that R. Todd Neilson, one of the potential BRG professionals that may have involvement in the case, is an exclusive independent contractor and Managing Director of BRG. BRG regards Mr. Neilson to qualify as a “member, partner, or regular associate in a professional association, corporation, or partnership” under 11 U.S.C. § 504(b)(1), therefore meeting the standard for the exception regarding the sharing of compensation.

17. BRG has also advised the Committee that it intends to make application to this Court for allowance of its compensation and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the terms of any order establishing procedures for interim compensation that may be entered in this Case. BRG’s compensation for services rendered on behalf of the Committee shall be fixed by the Court after due application.

18. BRG acknowledges that all compensation is subject to Court approval after a hearing and upon notice to the United States Trustee and other interested parties. BRG may from time to time apply to the Court for interim compensation in conformity with Section 331 of the Bankruptcy Code. At the conclusion of their work, BRG will file an appropriate application seeking allowance of all fees and costs to date, regardless of whether interim compensation has

been paid. The Committee and BRG understand and agree that the proposed compensation arrangement shall be subject to Section 330 of the Bankruptcy Code.

19. At the conclusion of this Chapter 11 case, BRG will file an appropriate application seeking final allowance of its fees and costs, regardless of whether interim compensation has been paid to BRG. Upon allowance of such fees and costs, the Debtor's estates will pay to BRG the difference between the amounts allowed to BRG and any interim compensation already distributed to BRG.

20. BRG has advised the Committee that its fees will be commensurate with the fees charged to its other clients and in other cases of this size (provided such clients are billed hourly).

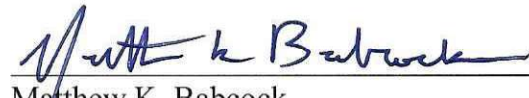
21. In accordance with Bankruptcy Rule 2016(b), BRG has not shared, or agreed to share, any compensation received in connection with this Case with any other entity.

22. No previous request for the relief sought by the Application has been made to this or any other court.

23. BRG is willing to act as a financial advisor upon the Committee's behalf, in accordance with the terms of the Application.

I declare under penalty of perjury that the foregoing is true and correct to the best of my information, knowledge, and belief.

Date: JANUARY 31, 2024


Matthew K. Babcock
Director
Berkeley Research Group, LLC

SCHEDULE 1

Potential Parties-in-Interest

Debtor

Roman Catholic Archdiocese of Baltimore

Parishes

Divine Mercy Parish Frostburg
Our Lady of the Mountains Cumberland (includes SS. Peter & Paul and St. Mary)
St. Patrick (Little Orleans) Little Orleans
Christ the King Glen Burnie (Church of the Crucifixion, Church of the Good Shepherd, Holy Trinity Catholic Church)
Holy Family (Davidsonville)
Our Lady of Perpetual Help (Edgewater)
Our Lady of Sorrows West River
Our Lady of the Chesapeake Pasadena
Our Lady of the Fields Millersville
Resurrection of Our Lord Laurel
St. Andrew by the Bay Annapolis
St. Bernadette Severn
St. Elizabeth Ann Seton Crofton
St. Jane Frances de Chantal Pasadena
St. John Neumann Annapolis
St. John the Evangelist (Severna Park)
St. Joseph (Odenton)
St. Lawrence Martyr Hanover
St. Mary (Annapolis)
St. Philip Neri Linthicum Heights
Basilica of the Assumption
Blessed Sacrament
Cathedral of Mary Our Queen
Church of the Immaculate Conception (Baltimore)
Corpus Christi
Catholic Community of South Baltimore (Holy Cross, Our Lady of Good Counsel, St. Mary Star of the Sea)
Holy Rosary
Most Precious Blood
New All Saints
Our Lady of Fatima
Our Lady of Pompei
Sacred Heart of Jesus / Sagrado Corazón de Jesús
Sacred Heart of Mary Graceland Park
Shrine of the Little Flower

Shrine of the Sacred Heart
SS. Philip & James
St. Alphonsus
St. Ambrose
St. Ann (Baltimore)
St. Anthony of Padua
St. Athanasius
St. Benedict
St. Bernardine
St. Casimir parish at Canton and Patterson Park
St. Cecilia
St. Dominic
St. Edward
St. Francis of Assisi (Baltimore)
St. Francis Xavier (Baltimore)
St. Gregory the Great
St. Ignatius (Baltimore)
St. Joseph's Passionist Monastery
St. Leo
St. Mary of the Assumption (Govans)
St. Matthew
St. Patrick (Broadway)
St. Peter Claver
St. Pius V
St. Rose of Lima
St. Thomas Aquinas
St. Thomas More
St. Veronica
St. Vincent de Paul
St. Wenceslaus
St. William of York
Transfiguration Roman Catholic Congregation
Catholic Community of St. Francis Xavier
Church of the Annunciation
Church of the Immaculate Conception (Towson)
Church of the Nativity (Timonium)
Holy Family (Randallstown)
Holy Korean Martyrs
Immaculate Heart of Mary
Our Lady of Grace (Parkton)
Our Lady of Hope
Our Lady of LaVang
Our Lady of Mount Carmel (Middle River)
Our Lady of the Angels (Catonsville)
Our Lady of Victory
Our Lady, Queen of Peace

Sacred Heart (Glyndon)
 St. Agnes
 St. Alphonsus Rodriguez (Woodstock)
 St. Charles Borromeo
 St. Clare
 St. Clement
 St. Clement Mary Hofbauer
 St. Gabriel
 St. Isaac Jogues
 St. Joseph (Cockeysville)
 St. Joseph (Fullerton)
 St. Luke
 St. Mark (Catonsville)
 St. Michael the Archangel
 St. Pius X
 St. Rita
 St. Ursula
 St. Bartholomew Manchester
 St. John (Westminster)
 St. Joseph (Sykesville – Eldersburg)
 St. Joseph (Taneytown)
 Holy Family Catholic Community Middletown
 Our Lady of Mount Carmel (Thurmont)
 St. Anthony Shrine Emmitsburg
 St. Ignatius Loyola Ijamsville
 St. John the Evangelist (Frederick)
 St. Joseph (Emmitsburg)
 St. Joseph-On-Carrollton Manor Frederick
 St. Katharine Drexel Frederick
 St. Francis – St. Mary (Petersville)
 St. Peter (Libertytown) Union Bridge
 St. Timothy Walkersville
 St. Peter at the Lake Center McHenry
 St. Peter the Apostle (Oakland)
 Church of the Holy Spirit Joppa
 Prince of Peace Edgewood
 St. Francis de Sales Abingdon
 St. Ignatius (Hickory)
 St. Joan of Arc Aberdeen
 St. John the Evangelist (Long Green Valley) Hydes
 St. Margaret Bel Air
 St. Mark (Fallston)
 St. Mary Magdalen Bel Air
 St. Mary of the Assumption (Pylesville)
 St. Patrick (Havre de Grace)
 St. Stephen Bradshaw

Catholic Community of Ascension & St. Augustine Elkridge
Church of the Resurrection Ellicott City
Our Lady of Perpetual Help (Ellicott City)
St. Francis of Assisi (Fulton)
St. John the Evangelist (Columbia)
St. Louis Clarksville
St. Michael (Poplar Springs – Mt. Airy)
St. Paul Ellicott City
St. Ann (Hagerstown)
St. Augustine (Williamsport)
St. James Boonsboro
St. Joseph (Hagerstown)
St. Mary (Hagerstown)
St. Michael (Clear Spring)
St. Peter (Hancock)

Schools

Bishop Walsh School
Msgr. Slade Catholic School
St. John the Evangelist
St. Mary's School
St. Philip Neri School
School of the Incarnation
Archbishop Borders School
Cardinal Shehan School
Mother Mary Lange Catholic School
Mother Seton Academy
St. Casimir Catholic School
St. Francis of Assisi School
St. Ignatius Loyola Academy
School of the Cathedral of Mary Our Queen
Immaculate Conception School
Immaculate Heart of Mary School
Our Lady of Hope / St. Luke School
Our Lady of Mount Carmel School
Sacred Heart School
Sisters Academy
St. Agnes School
St. Joseph School (Cockeysville)
St. Joseph School (Fullerton)
St. John the Evangelist School
St. Mark School
St. Michael – St. Clement School
St. Stephen School
St. Ursula School

St. John School
Mother Seton School
St. John Regional Catholic School
St. Thomas More Academy
St. Joan of Arc School
St. Margaret School
Our Lady of Perpetual Help
Resurrection – St. Paul School
St. Augustine School
St. Louis School
Trinity School
St. Mary Catholic School
Archbishop Spalding High School, Severn
Bishop Walsh School, Cumberland
Cristo Rey Jesuit High School, Baltimore
St. Frances Academy, Baltimore
The John Carroll School, Bel Air
Saint John's Catholic Prep, Buckeystown
St. Maria Goretti Catholic High School, Hagerstown
St. Mary's High School, Annapolis
Our Lady of Mount Carmel, Middle River
Archbishop Curley High School, Baltimore
Calvert Hall College High School, Towson
Loyola Blakefield, Towson
Mount Saint Joseph High School, Baltimore
The Catholic High School of Baltimore
Maryvale Preparatory School, Lutherville
Mercy High School, Baltimore
Mount de Sales Academy, Catonsville
Notre Dame Preparatory School, Towson

Related Entities / Trusts

Archbishop of Baltimore Annual Appeal Trust
Route 175 East, LLC
Catholic Community School Land, Inc.
Inter-Parish Loan Fund, Inc.
The Catholic Community Foundation of the Archdiocese of Baltimore, Inc.
Roman Catholic Foundation in the Archdiocese of Baltimore, Inc.
The John Carroll Foundation of the Roman Catholic Archdiocese of Baltimore, Inc.
Associated Catholic Charities, Inc.
Maryland Catholic Conference, LLC
Mercy Ridge, Inc.
Mercy Health Services, Inc.

Individuals [redacted]

[REDACTED]

[REDACTED]

Other

PNC Bank, N.A.
M&T Bank Corp.
WesBanco Bank, Inc.
Bank of America, N.A
Baltimore Gas & Electric Company
Luminace Solar Holdings, LLC
Vicinity Energy
H.C. McComas Fuel Co.
Anne Arundel County
Baltimore City Department of Public Works (Water & Waste Water)
Comcast
Verizon
NRG Energy, Inc.
Picasso Insurance, LLC
USA Risk Group Americas, Inc.
Heffernan Insurance Brokers DBA Porter & Curtis, LLC
Underwriters at Lloyds
Federal Insurance Company (Chubb)
United States Fire Insurance Co.
Great American Insurance Company
Safety National Casualty Corporation
National Fire & Marine Insurance Co.
Fair American Ins and Reins Company
Great Divide Insurance Company
RLI Insurance Company
Princeton Excess & Surplus Lines Insurance Company
Berkley National Insurance
Zurich American Insurance Co.
CNA Financial Corporation
Employers Insurance Company of Wausau
The Travelers Companies, Inc.
The Hartford Financial Services Group
Fireman's Fund Insurance Company
Aetna Inc.
Chubb Group Holdings, Inc.
USF&G Corporation
General Star Indemnity Company
Northland Insurance Companies
American International Group, Inc., a/k/a AIG
Royal & Sun Alliance Insurance Ltd.
CIGNA Corporation
Lexington Insurance Company
Ace Insurance Co.
Lloyd's of London

Catholic Mutual Group
Office of Attorney General for the State of Maryland
Allegany County State's Attorney's Office
Allegany County Tax and Utility Office
Anne Arundel County State's Attorney's Office
Anne Arundel County Office of Finance
Office of Baltimore County State's Attorney's Office
Office of Baltimore City State's Attorney's Office
Baltimore County Office of Budget and Finance
Carroll County State's Attorney's Office
Carroll County Tax Assessor's Office
Frederick County State's Attorney's Office
Frederick County Treasury Department
Garrett County State's Attorney's Office
Garrett County Collection Office
Harford County State's Attorney's Office
Harford County Department of the Treasury
Howard County State's Attorney's Office
Howard County Department of Finance
Washington County State's Attorney's Office
Washington County Treasurer's Office
PNC Bank, National Association
Buchanan Ingersoll & Rooney PC
Maryland Health and Higher Educational Facilities Authority
U.S. Bank National Association
U.S. Bancorp Community Development Corporation
Harbor Community Fund XXI LLC
UACD Sub CDE 47 LLC (Urban Action Community Development LLC)
Keegan Linscott & Associates, PC
Christopher G. Linscott
Conan Bardwell
Epiq Corporate Restructuring, LLC
Blank Rome LLP
Gallagher Evelius & Jones LLP
YVS Law, LLC

SCHEDULE 2

(Current and Former Clients of BRG)

Current BRG Clients

AETNA Health of California, Inc.
AETNA, Inc.
Bank of America, N.A.
Chubb European Group
Chubb North America
CNA Insurance
Comcast Corporation
Federal Insurance Company (FIC)
NRG Energy, Inc.
PNC Bank, N.A.
The Travelers Indemnity Company
Travelers Property Casualty Company of America
U.S. Bank National Association

Former BRG Clients

ACE American Insurance Company
ACE Bermuda International Insurance (Ireland) Limited
AIG Direct Insurance Services, Inc
AIG Specialty Insurance Company
Bank of America, N.A., successor-in-interest to Countrywide Financial Corporation and
Countrywide Bank, FSB
Berkley Insurance Company
Blank Rome
Certain Underwriters at Lloyds, London Subscribing to Certificate 480887 as Subrogee to
Twilio, Inc.
Chubb Group of Insurance Companies
Fireman's Fund Insurance Company, Inc.
Lexington Insurance Company
Lloyd's of London
M&T Bank
Office of Attorney General, State of Maryland
The Hartford
Verizon Wireless
Zurich American Insurance Company